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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**SCHEDULE TO**

(Amendment No. 1)  
(Rule 14d-100)

Tender Offer Statement under Section  
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

**DISH NETWORK CORPORATION**

(Name of Subject Company (Issuer))

**ECHOSTAR CORPORATION**

(Name of Filing Person (Offeror and Affiliate of Issuer))

**0% Convertible Senior Notes due 2025 and 3.375% Convertible Senior Notes 2026**  
(Title of Class of Securities)

**25470MAF6 (2025 Notes) and 25470MAB5 (2026 Notes)**  
(CUSIP Number of Class of Securities)

**Dean A. Manson**  
**Chief Legal Officer and Secretary**  
**EchoStar Corporation**  
**100 Inverness Terrace East**  
**Englewood, Colorado 80112**  
**(303) 706-4000**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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## Introductory Statement

This Amendment No. 1 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO (the “**Tender Offer Statement**”) originally filed with the Securities and Exchange Commission (the “**SEC**”) by EchoStar Corporation (“**EchoStar**”) on January 16, 2024 (together with this Amendment, the “**Schedule TO**”), in connection with the offer to exchange any and all of the 0% Convertible Notes due 2025 (the “**DISH Network 2025 Notes**”) issued by DISH Network Corporation (“**DISH Network**”) and any and all of the 3.375% Convertible Notes due 2026 issued by DISH Network (the “**DISH Network 2026 Notes**,” and together with the DISH 2025 Notes, the “**Existing Notes**”), for aggregate principal amount of up to \$2,677,379,000 of EchoStar’s 10.00% Senior Secured Notes due 2030 (the “**New EchoStar Notes**”), and the concurrent consent solicitations from each holder of the Existing Notes.

The exchange offers and consent solicitations were made on the terms and subject to the conditions contained in the preliminary prospectus and consent solicitation statement (the “**Prospectus**”), which formed a part of the Registration Statement on Form S-4 (the “**Registration Statement**”) as filed with the SEC by EchoStar on January 16, 2024. The Offer was scheduled to expire immediately following 11:59 p.m., Eastern time, on February 9, 2024, unless extended or terminated (such date and time, the “**Expiration Date**”). Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Tender Offer Statement and the Registration Statement.

The Schedule TO is hereby amended and supplemented as follows:

### **Item 1 through Item 11**

Items 1 through 11 of the Schedule TO, including to the extent they incorporate by reference information contained in the Registration Statement, are hereby amended as follows:

#### ***Expiration and Termination of the Exchange Offers***

On February 12, 2024, EchoStar announced that it had terminated the exchange offers and consent solicitations following the Expiration Date. Each exchange offer and consent solicitation was conditioned upon, among other things, at least a majority of the outstanding principal amount of the applicable series of Existing Notes being validly tendered and not properly withdrawn prior to the expiration of the applicable exchange offer (the “**Minimum Tender Condition**”). The exchange offers and consent solicitations expired immediately following the Expiration Date. As of the Expiration Date, holders of the Existing Notes had not tendered sufficient Existing Notes to meet the Minimum Tender Condition with respect to either exchange offer. Accordingly, EchoStar terminated the exchange offers and consent solicitations following the Expiration Date.

Because the Minimum Tender Condition was not satisfied as of the Expiration Date, EchoStar will not accept any Existing Notes tendered for exchange, and all Existing Notes tendered pursuant to the exchange offers will be promptly returned to their holders. No consideration will be paid or become payable to holders of the Existing Notes who tendered their Existing Notes in the exchange offers.

A copy of the press release issued by the Company on February 12, 2024 announcing the termination of the Offer is attached hereto as Exhibit (a) (13) and is incorporated herein by reference.

### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by removing Exhibits (a)(6), (a)(7), (a)(10) and (a)(11) and adding the following exhibit:

<b>Exhibit No</b>	<b>Description</b>
<a href="#">(a)(13)</a>	<a href="#">Press Release dated February 12, 2024.</a>

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**ECHOSTAR CORPORATION**

Date: February 12, 2024

By: /s/ Paul W. Orban

Name: Paul W. Orban

Title: Executive Vice President and Chief Financial Officer, DISH

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## EXHIBIT INDEX

- (a)(1) [Prospectus, dated January 12, 2024 \(incorporated herein by reference to the Registration Statement on Form S-4 filed by EchoStar Corporation on January 16, 2024\).](#)
- (a)(2) [Indenture, relating to the 0% Convertible Notes due 2025, dated as of December 21, 2020, by and between DISH Network Corporation and U.S. Bank National Association, as Trustee \(incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed December 22, 2020\).](#)
- (a)(3) [Indenture, relating to the 3 3/8% Convertible Notes due 2026, dated as of August 8, 2016, by and between DISH Network Corporation and U.S. Bank National Association, as Trustee \(incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed August 8, 2016\).](#)
- (a)(4) [First Supplemental Indenture, relating to the DISH 0% Convertible Notes due 2025, dated as of December 29, 2023, among DISH Network Corporation, EchoStar Corporation and U.S. Bank Trust Company, National Association \(as successor to U.S. Bank National Association\), as Trustee \(incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K of DISH Network Corporation filed January 2, 2024\).](#)
- (a)(5) [First Supplemental Indenture, relating to the DISH 3.375% Convertible Notes due 2026, dated as of December 29, 2023, among DISH Network Corporation, EchoStar Corporation and U.S. Bank Trust Company, National Association \(as successor to U.S. Bank National Association\), as Trustee \(incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed January 2, 2024\).](#)
- (a)(8) [Form of DISH Network Corporation's 0% Convertible Note due 2025 \(included as part of Exhibit \(a\)\(2\)\).](#)
- (a)(9) [Form of DISH Network Corporation's 3 3/8% Convertible Note due 2026 \(included as part of Exhibit \(a\)\(3\)\).](#)
- (a)(12) [Press Release, dated January 12, 2024.](#)
- (a)(13)\* [Press Release, dated February 12, 2024.](#)
- (b) Not applicable.
- (g) Not applicable.
- (h) Not applicable.
- [107 Filing Fee Table.](#)

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\* Filed herewith.

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## EchoStar Corporation

### Announces Expiration of Exchange Offers and Consent Solicitations Relating to Existing Notes

Englewood, Colo., Feb. 12, 2024 —EchoStar Corporation (Nasdaq: SATS) (“**EchoStar**”), a global, fully integrated communication and content delivery leader and provider of technology, spectrum, engineering, manufacturing, networking services, television entertainment and connectivity bolstered by its merger with DISH Network Corporation (“**DISH**”), today announced the expiration and termination of its previously announced offers to exchange (i) any and all of the 0% Convertible Notes due 2025 (the “**DISH Network 2025 Notes**”) issued by its subsidiary DISH and (ii) any and all of the 3.375% Convertible Notes due 2026 issued by DISH (the “**DISH Network 2026 Notes**,” and together with the DISH Network 2025 Notes, the “**Existing Notes**”), each for 10.00% Senior Secured Notes due 2030 to be issued by EchoStar Corporation (the “**EchoStar Notes**”) and the concurrent consent solicitations, in each case, pursuant to the terms described in a preliminary prospectus and consent solicitation statement, dated January 12, 2024.

Each exchange offer and consent solicitation was conditioned upon, among other things, at least a majority of the outstanding principal amount of the applicable series of Existing Notes being validly tendered and not properly withdrawn prior to the expiration of the applicable exchange offer (the “**Minimum Tender Condition**”). The exchange offers and consent solicitations expired immediately following 11:59 p.m., Eastern Time, on February 9, 2024 (the “**Expiration Date**”). As of the Expiration Date, holders of the Existing Notes had not tendered sufficient Existing Notes to meet the Minimum Tender Condition with respect to either exchange offer. Accordingly, EchoStar terminated the exchange offers and consent solicitations following the Expiration Date.

Because the Minimum Tender Condition was not satisfied as of the Expiration Date, EchoStar will not accept any Existing Notes tendered for exchange, and all Existing Notes tendered pursuant to the exchange offers will be promptly returned to their holders. No consideration will be paid or become payable to holders of the Existing Notes who tendered their Existing Notes in the exchange offers.

This press release is for informational purposes only and shall not constitute an offer to sell nor a solicitation of an offer to buy any securities in the United States and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction where such offering or sale would be unlawful.

#### About EchoStar Corporation

EchoStar Corporation (Nasdaq: SATS) is a premier provider of technology, networking services, television entertainment and connectivity, offering consumer, enterprise, operator and government solutions worldwide under its EchoStar®, Boost Mobile®, Boost Infinite, Sling TV, DISH TV, Hughes®, HughesNet®, HughesON™, and JUPITER™ brands. In Europe, EchoStar operates under its EchoStar Mobile Limited subsidiary and in Australia, the company operates as EchoStar Global Australia. For more information, visit [www.echostar.com](http://www.echostar.com) and follow EchoStar on X (Twitter) and LinkedIn.

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## Forward-looking Statements

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act, and Section 21E of the Exchange Act, including, in particular, statements about plans, objectives and strategies, growth opportunities in our industries and businesses, our expectations regarding future results, financial condition, liquidity and capital requirements, estimates regarding the impact of regulatory developments and legal proceedings, and other trends and projections. Forward-looking statements are not historical facts and may be identified by words such as "future," "anticipate," "intend," "plan," "goal," "seek," "believe," "estimate," "expect," "predict," "will," "would," "could," "can," "may," and similar terms. These forward-looking statements are based on information available to us as of the date hereof and represent management's current views and assumptions. Forward-looking statements are not guarantees of future performance, events or results and involve known and unknown risks, uncertainties and other factors, which may be beyond our control. Accordingly, actual performance, events or results could differ materially from those expressed or implied in the forward-looking statements due to a number of factors. Additional information concerning these risk factors is contained in each of EchoStar's and DISH Network's most recently filed Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, and in EchoStar's subsequent Current Reports on Form 8-K, and other SEC filings. All cautionary statements made or referred to herein should be read as being applicable to all forward-looking statements wherever they appear. You should consider the risks and uncertainties described or referred to herein and should not place undue reliance on any forward-looking statements. The forward-looking statements speak only as of the date made. We do not undertake, and specifically disclaim, any obligation to publicly release the results of any revisions that may be made to any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Should one or more of the risks or uncertainties described herein or in any documents we file with the SEC occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

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